

BYLAWS

THE BOSTON HARBOR ISLANDS PARTNERSHIP

ARTICLE I ORGANIZATION AND OFFICERS OF THE PARTNERSHIP

SECTION 1 Composition and Functions

The composition, duties, functions, powers and responsibilities of the Partnership shall be as provided and authorized by Public Law 104-333 as passed, and amended, by the Congress of the United States.

SECTION 2 Officers of the Board

The officers shall consist of a Chairman and Vice-chairman, both of whom shall be elected by majority vote of the Partnership and shall be members of the Partnership. The term of the officers shall be one year.

Upon the resignation or replacement of any Partnership member currently serving as an officer, the vacancy shall be filled in the same manner as the initial election was made, provided however, that members be notified of such vote in writing or by telephone at least five (5) days before the meeting. Officers elected in this manner shall serve for the remainder of the term for which the predecessor was elected.

The officers shall serve until their successors have been elected and sworn to the duties of their respective offices.

SECTION 3 Chairman's Duties

The Chairman of the Partnership shall have the following duties:

- a) to preside at all meetings of the Partnership;
- b) to call meetings and special meetings of the Partnership;
- c) to serve, ex officio, with voting power, as a member of all standing committees of the Partnership;
- d) to appoint standing committees and other special committees of the Partnership;
and
- e) to appoint interim officers in the event of absence at Partnership meetings or illness.

SECTION 4 Vice-chairman's Duties

The Vice-chairman of the Partnership shall perform the duties of the Chairman at his/her request or in the case of absence or illness.

ARTICLE II MEETINGS OF THE PARTNERSHIP

SECTION 1 Regular Meetings

Regular meetings of the Partnership shall be held a minimum of four times each calendar year at times determined by the partnership. In the absence of the Chairman and the Vice-chairman

of the Partnership at any meeting, a majority of those members present and voting may appoint a chairman pro tempore of the Partnership for the conduct of that meeting.

SECTION 2 Special Meetings

Special meetings may be held at any time and at any place when called: (a) by the Chairman of the Partnership, or (b) by petition of any seven members given in writing to the Chairman specifying the time, place and purpose of the meeting at least ten (10) calendar days before such meeting.

SECTION 3 Notice of Meetings

Written notice of each regular and special meeting of the Partnership shall be given to each member at least five (5) days before the meeting which notice shall state the time and place of the meeting and include: (a) an agenda listing subjects and/or motions which are to be considered, and (b) the minutes of the previous meeting of the Partnership.

SECTION 4 Motions

Written motions submitted to the Chairman of the Partnership within ten (10) days of a regular meeting shall take precedence over other motions. However, motions, substitutes, or amendments which are germane to a written motion being considered, shall take precedence over a non-germane written motion. No motion shall be denied consideration except by a majority vote of those present at a Partnership meeting. Unless otherwise specified in the Bylaws, all motions carry if supported by a simple majority of those members present and voting.

SECTION 5 Voting

Voting Members or Voting Alternates of the Partnership shall be entitled to vote only when present at regular or special meetings of the Partnership. Only appointed members of standing and special committees may vote at such committee meetings. However, any Partnership member may attend standing or special committee meetings and may speak if recognized by the Chairman of the respective committee. There shall be no use of proxies at Partnership meetings. Proxies and staff members are encouraged to participate in committee meetings, however, if a committee vote is appropriate, as opposed to consensus, then a single vote will be allowed per Partnership organization.

SECTION 6 Quorum

The number of members of the Partnership to constitute a quorum for the transaction of business shall be seven (7), but a lesser number may hold hearings. A majority of those present at the time of a motion to adjourn may adjourn any meeting of the Partnership, and the meeting may be held as adjourned without further notice. Voting alternates shall be considered members for purposes of determining whether a quorum is present.

SECTION 7 Open Meeting Rule

All meetings of the Partnership and its committees shall be open to the public, except that executive sessions may be held for the following:

- a) to discuss the reputation and character, physical condition or mental health as well as the professional competence and salary of an individual. The individual may request the meeting to be open.
- b) to consider the discipline or dismissal of, or to hear complaints or charges brought against a Partnership member, employee, or individual. The individual involved may request that the meeting be open.
- c) to discuss the deployment of security personnel or devices.
- d) to consider allegations of criminal misconduct.
- e) to consider the purchase, exchange, lease or value of real property, if such discussions may have a detrimental effect on the negotiating position of the governmental body and a person, firm or corporation.
- f) to comply with the provisions of any general or special law or federal grant-in-aid requirements.

All motions and votes of the Partnership shall be made while meetings are open to the public. It is the intent of the Partnership to communicate notice of its regular and special meetings and proceedings of those meetings.

ARTICLE III COMMITTEES OF THE PARTNERSHIP

SECTION 1 Practice of the Partnership

The practice of the Partnership shall be in general to act upon matters recommended by Committees and after due consideration of such matters.

SECTION 2 Standing Committee

There shall be six (6) standing committees of the Partnership:

- a) Committee on Planning
- b) Committee on Finance & Legislation
- c) Committee on Education
- d) Committee on Park Operations
- e) Committee on Marketing and Public Relations
- f) Committee on Nominating and Bylaws

SECTION 3 Members of Standing Committees

Membership on committees is on a voluntary basis as long as Partnership Chair assures that committee abide by the following:

- At least one voting Partnership member or voting Alternate is present
- Voting Alternate is encouraged to take active role in Partnership activities including possible committee chair.

- Each committee selects its own Chair to be approved by the Partnership. Chair must be Voting Partnership member or Voting Alternate.
- Partnership member staff (board members, partner organization representatives other than voting partner) may be appointed as official members of standing committees.
- Committee Chair or Partnership members may invite non-members of the Partnership or Advisory Council to participate in Committee assignments as their specific expertise is needed.
- Committee members must be able to speak for agency and at least one representative of Partnership participant must be delegated voting authority if it becomes necessary, although consensus decisions are intended to be the goal of each committee.

Upon resignation or replacement of any member or Chairman of a standing committee, the vacancy shall be filled in the same manner in which the original appointment was made. Any member appointed or elected to fill a vacancy shall serve for the remainder of the term for which his/her predecessor was appointed or elected.

SECTION 4 Meetings of Standing Committee

Meetings of standing committees may be held at any time when called by the Chairman of the committee, or in his/her absence, the Chairman of the Partnership, or three (3) or more voting members or voting alternates of the committee. Such calls shall be made in writing to the NPS Project Manager of the Partnership and shall specify the time, place and purposes of the meeting. A written or telephone notice of the time, place and purposes of the meeting as set forth in the call shall be given by the Project Manager at least five (5) days before the meeting.

SECTION 5 Duties of the Committees

- Committee Chair is responsible to provide an updated roster of committee members to the Partnership Chair.
- Committees are responsible to provide a Role & Function statement, statement of duties, early action items and proposed time lines, as appropriate, to Partnership for approval.
- If a committee vote is appropriate, as opposed to consensus, and a vote is taken, then Committee Chair should report opposing viewpoints to the Partnership (a minority report).

SECTION 6 Special Committee

Special committees may be appointed by the Chairman for any purpose but may not conflict with the authority and jurisdiction of any standing committee.

ARTICLE IV BY-LAW AMENDMENTS

These Bylaws may be amended at the recommendation of the Nominating-Bylaws Committee at any regular or special meeting by a majority of members present and voting, due notice of such

amendment having been given in the call of the meeting.

ARTICLE V PARLIAMENTARY PROCEDURE

Robert's Rules of Order shall govern the parliamentary procedures of the Partnership insofar as these rules are compatible with federal laws governing the Partnership.

Adopted November 18, 1999
Amended June 20, 2006